

*Hearing Date/Time: June 15, 2006 at 10:00 a.m.*  
*Objection Deadline: June 8, 2006 at 4:00 p.m.*

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**NOTICE OF FILING OF FIRST AND FINAL APPLICATION OF ERNST  
& YOUNG LLP, AS SARBANES-OXLEY, VALUATION, AND TAX  
SERVICES PROVIDERS FOR THE DEBTORS, FOR ALLOWANCE AND  
PAYMENT OF COMPENSATION FOR PROFESSIONAL SERVICES  
AND REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES**

PLEASE TAKE NOTICE that on March 30, 2006, Ernst & Young LLP (the “Applicant” or “E&Y”), former Sarbanes-Oxley, valuation and tax services providers to Delphi Corporation, and certain of its subsidiaries and affiliates, as debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), filed its First and Final Application for Allowance and Payment of Compensation for Professional Services and Reimbursement of Actual and Necessary Expenses (the “Final Fee Application”).

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Final Fee Application will be held on June 15, 2006, at 10:00 a.m. (Prevailing Eastern Time) (the

“Hearing”) before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Final Fee Application must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order Under 11 U.S.C. §§ 330 and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the “Guidelines”), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court’s case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Attn: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Attn: John Wm. Butler, Jr.), (iii) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Attn: Marlane Melican), (v) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Attn: Robert J. Rosenberg and Mark A. Broude), (vi) proposed conflicts counsel for the Official Committee of Unsecured Creditors, Warner Stevens LLP, 1700 City Center Tower II, 301 Commerce Street, Fort Worth, Texas 76102 (Attn: Michael D. Warner), (vii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Attn: Alicia M. Leonhard), and (viii) counsel for Ernst & Young

LLP, Mayer Brown Rowe & Maw LLP, 1675 Broadway, New York, New York 10019 (Attn: Michael P. Richman), in each case so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time) on June 8, 2006** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Guidelines will be considered by the Bankruptcy Court at the Hearing. If no objections to the Final Fee Application are timely filed and served in accordance with the procedures set forth herein and in the Guidelines, the Bankruptcy Court may enter an order granting E&Y's request for allowance and payment of compensation for services rendered and reimbursement of expenses without further notice.

Dated: New York, New York  
March 30, 2006

By: /s/ Michael P. Richman  
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